



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

WellCare Health Insurance Company of Kentucky, Inc.

NAIC Group Code	01199	01199	NAIC Company Code	64467	Employer's ID Number	36-6069295
	(Current Period)	(Prior Period)				
Organized under the Laws of	Kentucky			State of Domicile or Port of Entry	Kentucky	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [X]		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization []	
	Other []				Is HMO, Federally Qualified? Yes [] No []	
Incorporated/Organized	03/27/1962		Commenced Business		08/31/1962	
Statutory Home Office	13551 Triton Park Blvd, Suite 1800			Louisville, KY, US 40223		
	(Street and Number)			(City or Town, State, Country and Zip Code)		
Main Administrative Office	8735 Henderson Road		Tampa, FL, US 33634		813-290-6200	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	P.O. Box 31391		Tampa, FL, US 33631-3391			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	8735 Henderson Road		Tampa, FL, US 33634		813-290-6200	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.wellcare.com					
Statutory Statement Contact	Trent Thornton			813-206-3534		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	trent.thornton@wellcare.com			813-675-2899		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
Kelly Ann Munson #	State President	Thomas Lacy Tran	CFO and Treasurer
Lisa Gonzalez Iglesias	Secretary	Maurice Sebastian Hebert	Asst Treasurer and CAO

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Thomas Lacy Tran	Maurice Sebastian Hebert	Lisa Gonzalez Iglesias	

State ofFlorida.....
County ofHillsborough.....
ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Kelly Ann Munson State President	Thomas Lacy Tran CFO and Treasurer	Maurice Sebastian Hebert Asst Treasurer and CAO
Subscribed and sworn to before me this _____ day of _____, _____		
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number _____		
2. Date filed _____		
3. Number of pages attached _____		

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE WellCare Health Insurance Company of Kentucky, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	3,678,277		3,678,277	178,411
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$153,211,225), cash equivalents (\$25,506,962) and short-term investments (\$76,945,500)	255,663,687		255,663,687	155,351,502
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	259,341,964	0	259,341,964	155,529,913
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	149,545		149,545	39,515
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	13,599,278		13,599,278	9,554,499
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	2,815,430		2,815,430	8,579,588
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	149,644
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	2,610,946		2,610,946	3,043,768
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	23,959	23,959	0	0
24. Health care (\$11,503,429) and other amounts receivable	11,877,578	373,846	11,503,732	7,729,580
25. Aggregate write-ins for other than invested assets	6,936,209	1,953,591	4,982,618	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	297,354,909	2,351,396	295,003,513	184,626,507
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	297,354,909	2,351,396	295,003,513	184,626,507
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Other Non-Admitted Assets (Prepays)	572,831	572,831	0	0
2502. State and Other Taxes Recoverable	1,318,378		1,318,378	0
2503. ASO Deposits	5,045,000	1,380,760	3,664,240	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	6,936,209	1,953,591	4,982,618	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	150,930,743		150,930,743	92,687,693
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	1,600,326		1,600,326	1,359,556
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	2,539,572		2,539,572	4,202,704
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	4,318,368		4,318,368	3,372,380
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	171,296		171,296	2,449,042
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	3,838,479
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	257,115
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	14,150,090		14,150,090	7,874,822
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	3,645,786		3,645,786	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	177,356,181	0	177,356,181	116,041,791
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	132,298,516	117,298,516
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(17,151,184)	(51,213,800)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	117,647,332	68,584,716
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	295,003,513	184,626,507
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	2,797,963	1,860,020	2,596,797
2. Net premium income (including \$ non-health premium income).....	XXX	1,016,193,927	517,901,477	743,682,796
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,016,193,927	517,901,477	743,682,796
Hospital and Medical:				
9. Hospital/medical benefits		624,129,559	347,911,090	515,125,151
10. Other professional services		12,130,094	22,298,859	25,350,060
11. Outside referrals			0	0
12. Emergency room and out-of-area		54,746,863	49,221,510	59,972,914
13. Prescription drugs		200,496,610	143,997,233	195,522,445
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	891,503,126	563,428,692	795,970,570
Less:				
17. Net reinsurance recoveries		16,125,195	19,371,578	38,451,956
18. Total hospital and medical (Lines 16 minus 17)	0	875,377,931	544,057,114	757,518,614
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 13,124,826 cost containment expenses.....		30,865,366	19,219,379	26,691,688
21. General administrative expenses.....		60,788,523	25,419,823	38,143,523
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	967,031,820	588,696,316	822,353,825
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	49,162,107	(70,794,839)	(78,671,029)
25. Net investment income earned		423,455	261,218	364,517
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	423,455	261,218	364,517
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	49,585,562	(70,533,621)	(78,306,512)
31. Federal and foreign income taxes incurred	XXX	17,845,241	(24,600,620)	(27,651,976)
32. Net income (loss) (Lines 30 minus 31)	XXX	31,740,321	(45,933,001)	(50,654,536)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	68,584,716	42,381,546	42,381,546
34. Net income or (loss) from Line 32	31,740,321	(45,933,001)	(50,654,536)
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	(432,822)	1,291,937	1,443,484
39. Change in nonadmitted assets	2,755,117	(5,964,130)	(4,679,431)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in	15,000,000	60,000,000	80,000,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	93,653	93,653
48. Net change in capital and surplus (Lines 34 to 47)	49,062,616	9,488,459	26,203,170
49. Capital and surplus end of reporting period (Line 33 plus 48)	117,647,332	51,870,005	68,584,716
DETAILS OF WRITE-INS			
4701. Prior Period Adjustments.....		93,653	93,653
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	93,653	93,653

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	1,006,647,537	516,265,700	736,674,348
2. Net investment income	327,275	242,313	336,476
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,006,974,812	516,508,013	737,010,824
5. Benefit and loss related payments	815,144,571	539,644,867	732,279,460
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	87,990,079	42,826,808	55,825,171
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	20,122,988	(30,731,949)	(27,953,849)
10. Total (Lines 5 through 9)	923,257,638	551,739,726	760,150,782
11. Net cash from operations (Line 4 minus Line 10)	83,717,174	(35,231,713)	(23,139,958)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	175,000	500,000	500,000
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	175,000	500,000	500,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	3,688,715	180,375	180,375
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	3,688,715	180,375	180,375
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(3,513,715)	319,625	319,625
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	15,000,000	60,000,000	80,000,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	5,108,726	(8,051,926)	5,249,576
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	20,108,726	51,948,074	85,249,576
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	100,312,185	17,035,986	62,429,243
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	155,351,502	92,922,259	92,922,259
19.2 End of period (Line 18 plus Line 19.1)	255,663,687	109,958,245	155,351,502

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE WellCare Health Insurance Company of Kentucky, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	261,795	21,880	.0	.0	.0	.0	.0	.0	184,883	55,032
2. First Quarter	276,946	23,531	.0	.0	.0	.0	.0	1,461	204,714	47,240
3. Second Quarter	288,048	21,982	.0	.0	.0	.0	.0	2,016	203,034	61,016
4. Third Quarter	356,147	30,741						2,522	260,562	62,322
5. Current Year	0									
6. Current Year Member Months	2,797,963	230,283						16,638	2,006,805	544,237
Total Member Ambulatory Encounters for Period:										
7. Physician	1,294,029	16,683						13,980	1,263,366	
8. Non-Physician	890,016	20,100						5,237	864,679	
9. Total	2,184,045	36,783	0	0	0	0	0	19,217	2,128,045	0
10. Hospital Patient Days Incurred	166,626	13,728						4,099	148,799	
11. Number of Inpatient Admissions	33,081	1,125						574	31,382	
12. Health Premiums Written (a).....	1,017,227,106	68,053,760						15,389,681	885,054,330	48,729,335
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	1,017,227,106	68,053,760						15,389,681	885,054,330	48,729,335
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	815,144,571	192,870,241						9,592,695	569,206,902	43,474,733
18. Amount Incurred for Provision of Health Care Services	891,503,126	198,668,184						13,321,677	637,687,503	41,825,762

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 15,389,681

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	5,841,051	187,052,214	(78,748)	9,256,886	5,762,303	4,388,368
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	(52,970)	9,140,843		4,233,804	(52,970)	0
7. Title XIX - Medicaid	79,784,619	493,098,087	473,607	136,278,661	80,258,226	87,087,517
8. Other health	(154,166)	42,425,204		766,533	(154,166)	1,211,809
9. Health subtotal (Lines 1 to 8).....	85,418,534	731,716,348	394,859	150,535,884	85,813,393	92,687,694
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	85,418,534	731,716,348	394,859	150,535,884	85,813,393	92,687,694

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of WellCare Health Insurance Company of Kentucky, Inc. (formerly known as WellCare Health Insurance of Illinois, Inc.) (the “Company”), domiciled in the state of Kentucky, are presented on the basis of accounting practices prescribed or permitted by the Kentucky Department of Insurance (the “Department”).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Kentucky for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under Illinois insurance law. The National Association of Insurance Commissioners Accounting Practices and Procedures manual, (“NAIC SAP”) has been adopted as a component of prescribed or permitted practices by the state of Kentucky. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These modifications had no affect on statutory surplus.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Kentucky is shown below:

	For the nine month period ended September 30,	
	<u>2013</u>	<u>2012</u>
Net Income (Loss) - Illinois Basis	\$ 31,740,321	\$ (45,933,001)
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income (Loss) - NAIC SAP	<u>\$ 31,740,321</u>	<u>\$ (45,933,001)</u>

	Balance at	
	<u>September 30, 2013</u>	<u>December 31, 2012</u>
Statutory Capital and Surplus - Illinois Basis	\$ 117,647,332	\$ 68,584,716
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	<u>\$ 117,647,332</u>	<u>\$ 68,584,716</u>

B. Uses of Estimates in the Preparation of the Financial Statements.

No significant change.

C. Accounting Policy

No significant change.

2. Accounting Changes and Correction of Errors

None.

3. Business Combinations and Goodwill

None.

4. Discontinued Operations

No significant change.

5. Investments

No significant change.

D. Loan-Backed Securities – None

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No significant change.

NOTES TO FINANCIAL STATEMENTS

8. Derivative Instruments

None.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties.

The Company received capital contributions of \$7,000,000 on March 28, 2013 and \$8,000,000 on March 29, 2013 from its Parent Company, The WellCare Management Group, Inc.

11. Debt

None.

12. Retirement Plans, Deferred Compensation, Etc.

No significant change.

13. Capital and Surplus, Shareholder' Dividend Restrictions and Quasi-Reorganizations.

The Company received capital contributions of \$7,000,000 on March 28, 2013 and \$8,000,000 on March 29, 2013 from its Parent Company, The WellCare Management Group, Inc.

14. Contingencies

A. Contingent Commitments – No significant change.

B. Assessments – No significant change.

C. Gain Contingencies – No significant change.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits
No significant change.

E. All Other Contingencies

Summary:

The Company's ultimate parent, WellCare, is a party to a number of legal actions and regulatory investigations. These matters do not directly involve the Company and management does not expect the matters to have an impact on the Company's financial position.

Corporate Integrity Agreement

In April 2011, WellCare entered into a Corporate Integrity Agreement (the "Corporate Integrity Agreement") with Office of Inspector General of the Department of Health and Human Services ("OIG-HHS"). The Corporate Integrity Agreement has a term of five years and concludes the previously disclosed matters relating to WellCare under review by OIG-HHS. The Corporate Integrity Agreement requires various ethics and compliance programs designed to help ensure WellCare's ongoing compliance with federal health care program requirements. The terms of the Corporate Integrity Agreement include certain organizational structure requirements, internal monitoring requirements, compliance training, screening processes for new employees, reporting requirements to OIG-HHS, and the engagement of an independent review organization to review and prepare written reports regarding, among other things, WellCare's reporting practices and bid submissions to federal health care programs.

Other Lawsuits and Claims

Based on the nature of our business, we are subject to regulatory reviews or other investigations by state insurance and health care regulatory authorities and other state and federal regulatory authorities. These authorities regularly scrutinize the business practices of health insurance and benefits companies and their reviews focus on numerous facets of our business, including claims payment practices, provider contracting, competitive practices, commission payments, privacy issues and utilization management practices, among others. Some of these reviews have historically resulted in fines imposed on us and some have required changes to our business practices. We continue to be subject to such reviews, which may result in additional

NOTES TO FINANCIAL STATEMENTS

finest and/or sanctions being imposed or additional changes in our business practices.

Separate and apart from the legal matters described above, we are also involved in other legal actions in the normal course of our business, including, without limitation, wage and hour claims and provider disputes regarding payment of claims. Some of these actions seek monetary damages, including claims for liquidated or punitive damages, which are not covered by insurance. We review relevant information with respect to litigation matters and we update our estimates of reasonably possible losses and related disclosures. We accrue an estimate for contingent liabilities, including attorney's fees related to these matters, if a loss is deemed probable and is estimable. Currently, we do not expect that the resolution of any currently pending actions, either individually or in the aggregate, will differ materially from our current estimates or have a material adverse effect on our results of operations, financial position, and cash flows. However, the outcome of any legal actions cannot be predicted, and therefore, actual results may differ from those estimates.

15. Leases

No significant change.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk.

No significant change.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities.

No significant change.

C. Wash Sales – None

18. Gain or Loss to the Reporting Entity From Uninsured Plans and the Uninsured Portion of Partially Insured Plans.

No significant change.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

No significant change.

20. Fair Value Measurement

The company has no assets disclosed at fair value at September 30, 2013.

21. Other Items

All required regulatory approval was received, effective August 1, 2013, for the Company's redomestication from Illinois to Kentucky. In accordance with the amended and restated articles of incorporation, the new legal name of the entity is WellCare Health Insurance Company of Kentucky, Inc. Subsequent to the redomestication, the Company has presented its financial statements on the basis of accounting practices prescribed or permitted by the Kentucky Department of Insurance.

Effective January 1, 2013, the Company received a premium rate increase of approximately 7.0% for the Kentucky Medicaid program. The Commonwealth also accelerated to July 1, 2013 our 3.0% rate increase previously scheduled for October 1, 2013. These rate increases apply to all Medicaid geographic regions of the Commonwealth, other than Region 3.

Effective July 5, 2013, Centene terminated its Medicaid contract with the Commonwealth of Kentucky and is no longer servicing members. Consequently, on July 6, 2013, approximately 57,000 members were transferred to the Company as part of the Commonwealth's transition process and we began servicing the members as of that date.

22. Events Subsequent

None.

23. Reinsurance.

The Company's current reinsurance agreement with Westport Insurance Corporation, a Swiss Re subsidiary, has a retention limit of \$1,000,000. Premiums ceded under this reinsurance agreement were \$1,292,888 for the nine months ending September 30, 2013. The recoveries under this agreement were \$593,623 for the same period.

NOTES TO FINANCIAL STATEMENTS

The Company had a reinsurance agreement with an affiliate, Comprehensive Reinsurance, Ltd. (“CompRe”) that was termed effective December 31, 2012. Reinsurance recoveries reported represent only claims paid in excess of the retention limit during the period. Recoveries recorded under this treaty were \$15,531,572 for the nine months ending September 30, 2013.

The Company assumes risk on out-of-network claims incurred on MA point-of-service products offered by an affiliate, WellCare of Texas, Inc. Premiums assumed under these reinsurance agreements were \$405,320 for the nine month period ending September 30, 2013. Claims incurred under the reinsurance agreements were \$378,164 for 2013.

24. Retrospectively Rated Contracts

None.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims expense attributable to insured events of the prior year decreased by \$6,874,301 during 2013. This is approximately 7% of unpaid claims expenses of \$92,687,693 as of December 31, 2012. Excluding the prior period development related to the release of the provision for moderately adverse conditions, medical benefits expense for the period ending September 30, 2013 was impacted by approximately \$6,660,712 of net unfavorable development related to prior periods. This development is primarily the result of lower than anticipated claims in the Company’s Kentucky Medicaid program.

Statement of Statutory Accounting Principles (SSAP) No. 85 – *Claim Adjustment Expenses* requires that claim adjustment expenses, including legal expenses, be subdivided into cost containment expenses and other claim adjustment expenses. Cost containment expenses are intended to reduce the number of health services provided or the cost of such services. Other claim adjustment expenses are all other costs which do not meet the definition of cost containment expenses. Cost containment expenses were \$13,124,826 for the nine month period ending September 30, 2013.

26. Intercompany Pooling.

None.

27. Structured Settlements

None.

28. Health Care Receivables.

No significant change.

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Anticipated Salvage and Subrogation.

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☒ No ☐
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☒ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☒ No ☐
- 2.2

If yes, date of change:

08/01/2013
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2007
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

05/15/2009
- 6.4

By what department or departments?

Illinois Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []

9.11

If the response to 9.1 is No, please explain:
.....

9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

11.2

If yes, give full and complete information relating thereto:
.....

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

13.

Amount of real estate and mortgages held in short-term investments:\$0

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]

14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$

\$

\$

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?
- Yes [] No [X]

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1	2
Name of Custodian(s)	Custodian Address

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes [] No [X]

- 17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?
- Yes [X] No []

- 18.2 If no, list exceptions:
-

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	87.4 %
1.2	A&H cost containment percent	1.3 %
1.3	A&H expense percent excluding cost containment expenses.....	7.7 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE WellCare Health Insurance Company of Kentucky, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

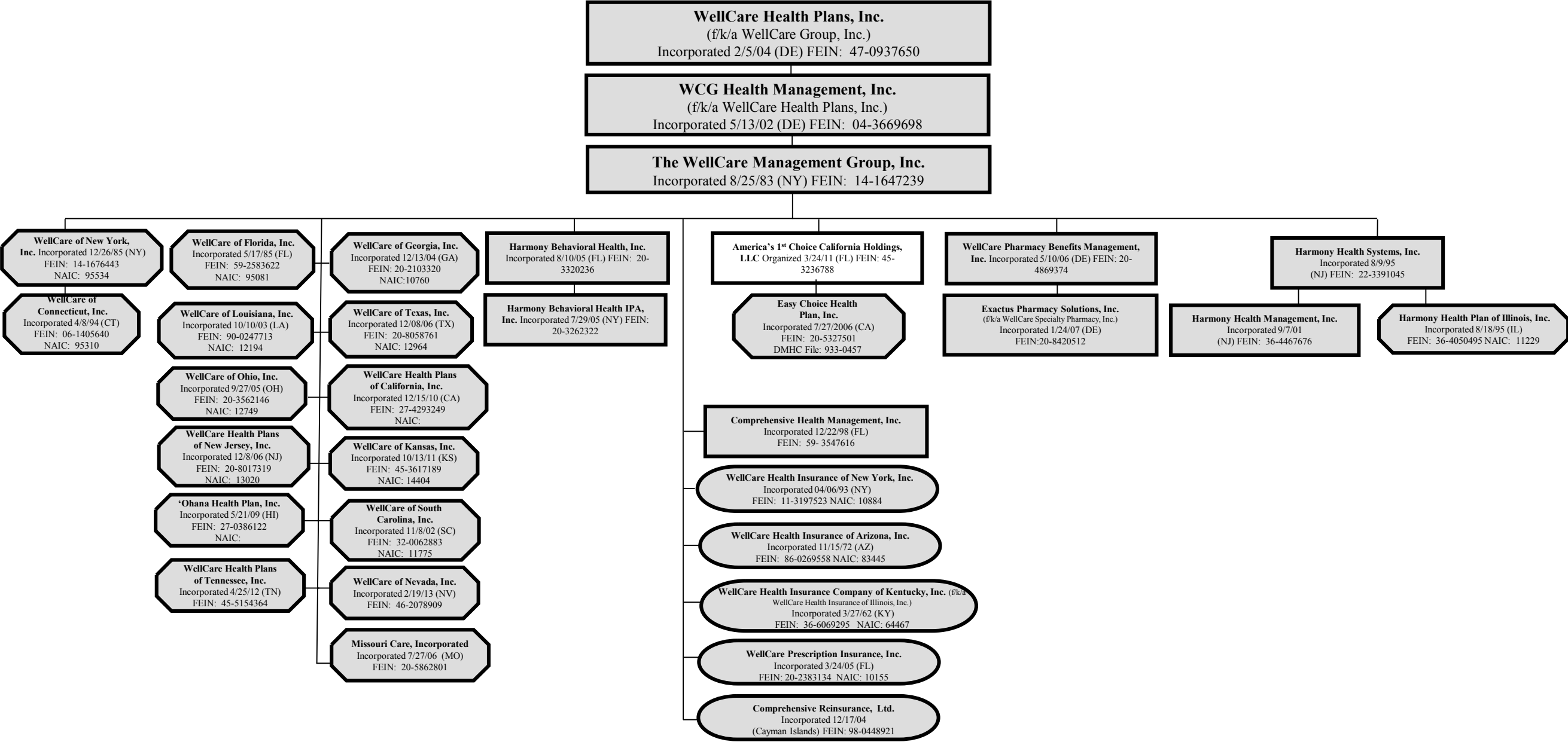
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1 Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	10,602,508						10,602,508		
2. Alaska	AK							0		
3. Arizona	AZ							0		
4. Arkansas	AR	12,194,223						12,194,223		
5. California	CA							0		
6. Colorado	CO	6,342,476						6,342,476		
7. Connecticut	CT	10,342,856						10,342,856		
8. Delaware	DE							0		
9. Dist. Columbia	DC							0		
10. Florida	FL							0		
11. Georgia	GA							0		
12. Hawaii	HI							0		
13. Idaho	ID							0		
14. Illinois	IL							0		
15. Indiana	IN							0		
16. Iowa	IA							0		
17. Kansas	KS							0		
18. Kentucky	KY	68,053,760	15,389,681	885,054,330				968,497,771		
19. Louisiana	LA							0		
20. Maine	ME							0		
21. Maryland	MD							0		
22. Massachusetts	MA							0		
23. Michigan	MI							0		
24. Minnesota	MN	3,675,643						3,675,643		
25. Mississippi	MS							0		
26. Missouri	MO							0		
27. Montana	MT	1,400,458						1,400,458		
28. Nebraska	NE							0		
29. Nevada	NV							0		
30. New Hampshire	NH							0		
31. New Jersey	NJ							0		
32. New Mexico	NM							0		
33. New York	NY							0		
34. North Carolina	NC							0		
35. North Dakota	ND							0		
36. Ohio	OH							0		
37. Oklahoma	OK							0		
38. Oregon	OR							0		
39. Pennsylvania	PA							0		
40. Rhode Island	RI	4,171,171						4,171,171		
41. South Carolina	SC							0		
42. South Dakota	SD							0		
43. Tennessee	TN							0		
44. Texas	TX							0		
45. Utah	UT							0		
46. Vermont	VT							0		
47. Virginia	VA							0		
48. Washington	WA							0		
49. West Virginia	WV							0		
50. Wisconsin	WI							0		
51. Wyoming	WY							0		
52. American Samoa	AS							0		
53. Guam	GU							0		
54. Puerto Rico	PR							0		
55. U.S. Virgin Islands	VI							0		
56. Northern Mariana Islands	MP							0		
57. Canada	CAN							0		
58. Aggregate other alien	OT	0	0	0	0	0	0	0	0	0
59. Subtotal	XXX	116,783,095	15,389,681	885,054,330	0	0	0	1,017,227,106		0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 43	116,783,095	15,389,681	885,054,330	0	0	0	1,017,227,106		0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0		0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0		0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

The WellCare Group of Companies

(as of September 30, 2013)



Shapes/colors distinguish among HMOs, LLCs, regulated insurance companies and corporations.

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE WellCare Health Insurance Company of Kentucky, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01199.....	WellCare Health Plans Inc.....	95310.....	14-1647239.....				WellCare of Connecticut Inc.....	CT.....	IA.....	WellCare of New York, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	95081.....	59-2583622.....				WellCare of Florida Inc.....	FL.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	59-3547616.....				Comprehensive Health Management Inc.....	FL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	14-1647239.....				The WellCare Management Group, Inc.....	NY.....	UDP.....	WCG Health Management, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	95534.....	14-1676443.....				WellCare of New York Inc.....	NY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	20-3320236.....				Harmony Behavioral Health Inc.....	FL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	11229.....	36-4050495.....				Harmony Health Plan of Illinois Inc.....	IL.....	IA.....	Harmony Health Systems, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	12194.....	90-0247713.....				WellCare of Louisiana Inc.....	LA.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	22-3391045.....				Harmony Health Systems Inc.....	IL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	36-4467676.....				Harmony Health Management Inc.....	IL.....	NIA.....	Harmony Health Systems, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	47-0937650.....			NYSE	WellCare Health Plans Inc.....	FL.....	UIP.....	Shareholders.....		0.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	04-3669698.....				WCG Health Management Inc.....	FL.....	UIP.....	WellCare Health Plans, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	10760.....	20-2103320.....				WellCare of Georgia Inc.....	GA.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	98-0448921.....				Comprehensive Reinsurance Ltd.....	KY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	10155.....	20-2383134.....				WellCare Prescription Insurance Inc.....	FL.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	12749.....	20-3562146.....				WellCare of Ohio Inc.....	OH.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	20-3262322.....				Harmony Behavioral Health IPA Inc.....	NY.....	NIA.....	Harmony Behavioral Health, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	20-4869374.....				WellCare Pharmacy Benefits Management In.....	DE.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	83445.....	86-0269558.....				WellCare Health Insurance of Arizona Inc.....	AZ.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	64467.....	36-6069295.....				WellCare Health Insurance Company of Kentucky Inc.....	KY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	12956.....	11-3197523.....				WellCare Health Insurance of New York Inc.....	NY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	13020.....	20-8017319.....				WellCare Health Plans of New Jersey Inc.....	NJ.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	12964.....	20-8058761.....				WellCare of Texas Inc.....	TX.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0
01199.....	WellCare Health Plans Inc.....	00000.....	20-8420512.....				Exactus Pharmacy Solutions, Inc.....	DE.....	NIA.....	WellCare Pharmacy Benefits Management.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	0

16.1

16.1

16.1

16.1

16.1

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....YES.....

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	.0
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	178,411	499,651
2. Cost of bonds and stocks acquired	3,688,715	180,375
3. Accrual of discount .....	.0	576
4. Unrealized valuation increase (decrease) .....	.0	.0
5. Total gain (loss) on disposals .....	.0	.0
6. Deduct consideration for bonds and stocks disposed of	175,000	500,000
7. Deduct amortization of premium	13,849	2,192
8. Total foreign exchange change in book/adjusted carrying value .....	.0	.0
9. Deduct current year's other than temporary impairment recognized .....	.0	.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,678,277	178,411
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	3,678,277	178,411

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE WellCare Health Insurance Company of Kentucky, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	27,528,361	338,083,831	259,499,842	(661,799)	103,929,723	27,528,361	105,450,550	61,040,198
2. Class 2 (a).....	.0	75,719	.0	604,471	.0	.0	680,190	.0
3. Class 3 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
4. Class 4 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
5. Class 5 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	27,528,361	338,159,550	259,499,842	(57,328)	103,929,723	27,528,361	106,130,740	61,040,198
PREFERRED STOCK								
8. Class 1 .....	.0	.0	.0	.0	.0	.0	.0	.0
9. Class 2 .....	.0	.0	.0	.0	.0	.0	.0	.0
10. Class 3 .....	.0	.0	.0	.0	.0	.0	.0	.0
11. Class 4 .....	.0	.0	.0	.0	.0	.0	.0	.0
12. Class 5 .....	.0	.0	.0	.0	.0	.0	.0	.0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	27,528,361	338,159,550	259,499,842	(57,328)	103,929,723	27,528,361	106,130,740	61,040,198

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$56,026 ; NAIC 2 \$0 ;

NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	76,945,500	XXX	76,993,052	61,219	89,550

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	35,861,787	1,604,025
2. Cost of short-term investments acquired	656,660,681	225,199,965
3. Accrual of discount	18	0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	615,524,469	190,933,607
7. Deduct amortization of premium.....	52,517	8,596
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	76,945,500	35,861,787
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	76,945,500	35,861,787

Schedule DB - Part A - Verification
NONE

Schedule DB - Part B - Verification
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part C - Section 2
NONE

Schedule DB - Verification
NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	25,000,000	79,146,042
2. Cost of cash equivalents acquired	25,804,412	25,000,000
3. Accrual of discount	11	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals	25,295,000	79,146,042
7. Deduct amortization of premium	2,461	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	25,506,963	25,000,000
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	25,506,963	25,000,000

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

E04

E04

E04

E04

E04

SCHEDULE D - PART 4

[illegible]

E05

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part D - Section 1
NONE

Schedule DB - Part D - Section 2
NONE

Schedule DL - Part 1
NONE

Schedule DL - Part 2
NONE

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE WellCare Health Insurance Company of Kentucky, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter							
1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations							
TX REF-B-MBIA IBC.....		09/09/2013.....	0.000.....	10/01/2013.....	35,000.....	0.....	11.....
CONNECTICUT-C-REF.....		09/03/2013.....	5.000.....	12/01/2013.....	50,397.....	833.....	(163).....
1199999 - U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations					85,397	833	(152)
1799999 - Subtotals - U.S. States, Territories and Possessions (Direct and Guaranteed)					85,397	833	(152)
U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations							
CENT BUCKS SD SER A.....		09/10/2013.....	3.750.....	11/15/2013.....	75,313.....	1,063.....	(125).....
EVERETT-TXB-LTD TAX.....		09/17/2013.....	2.125.....	12/01/2013.....	50,147.....	354.....	(27).....
KING SD 400-REF.....		09/10/2013.....	5.500.....	12/01/2013.....	45,391.....	825.....	(115).....
KING CO SD #415.....		09/03/2013.....	4.000.....	12/01/2013.....	30,183.....	400.....	(84).....
CUYAHOGA CNTY-REF.....		09/13/2013.....	5.000.....	12/01/2013.....	20,153.....	333.....	(33).....
1899999 - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations					221,187	2,975	(384)
2499999 - Subtotals - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)					221,187	2,975	(384)
U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions - Issuer Obligations							
JEA PWR PK.....		08/14/2013.....	4.000.....	10/01/2013.....	40,000.....	800.....	(172).....
OMAHA SEW-TXB-B-REC Z.....		09/05/2013.....	1.386.....	12/01/2013.....	30,045.....	139.....	(16).....
VA RES SR-POOLED PG-A.....		08/28/2013.....	5.000.....	11/01/2013.....	30,117.....	625.....	(121).....
KY PPTY BLDG-A.....		08/07/2013.....	5.000.....	11/01/2013.....	15,058.....	313.....	(93).....
BOSTON MA W/S SR -A.....		09/03/2013.....	5.750.....	11/01/2013.....	35,158.....	839.....	(138).....
JEA WTR & SWR REV.....		09/04/2013.....	3.000.....	10/01/2013.....	50,000.....	750.....	(79).....
2599999 - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions - Issuer Obligations					200,378	3,465	(619)
3199999 - Subtotals - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					200,378	3,465	(619)
7799999 - Subtotals - Issuer Obligations					506,962	7,273	(1,155)
8399999 - Subtotals - Bonds					506,962	7,273	(1,155)
Sweep Accounts							
JP Morgan -4958.....		09/30/2013.....	0.100.....	10/01/2013.....	25,000,000.....	69.....	6,354.....
8499999 - Sweep Accounts					25,000,000	69	6,354
.....							
.....							
.....							
8699999 Total Cash Equivalents					25,506,962	7,342	5,199



SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2013 OF THE WellCare Health Insurance Company of Kentucky, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....01199

NAIC Company Code.....64467

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected.....	47,864,855	XXX		XXX	47,864,855
2. Earned Premiums.....	50,392,467	XXX		XXX	XXX
3. Claims Paid.....	43,474,733	XXX		XXX	43,474,733
4. Claims Incurred.....	41,825,762	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing – Claims Paid Net of Reimbursements Applied (a).....	XXX		XXX		0
6. Aggregate Policy Reserves - Change.....	1,663,132	XXX		XXX	XXX
7. Expenses Paid.....	5,887,613	XXX		XXX	5,887,613
8. Expenses Incurred.....	5,887,613	XXX		XXX	XXX
9. Underwriting Gain or Loss.....	1,015,960	XXX	0	XXX	XXX
10. Cash Flow Result.....	XXX	XXX	XXX	XXX	(1,497,491)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ 0 due from CMS or \$ 1,459,654 due to CMS